

EXHIBIT B

ARTICLES OF ORGANIZATION



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

050092060

9194665

02-04-2005

NOWALSKY & BRONSTON & GOTHARD, A.P.L.L.C.
3500 N. CAUSEWAY BLVD.
SUITE 1442
METAIRIE LA 70002
ATTN: BECKY HEGGELUND

DESCRIPTION	AMOUNT
VANCO DIRECT USA, LLC	
3922006 0102Y Register L.L.C.	
Certification Fee	30.00
Formation Fee	70.00
Court Municipality Fee, Wilm.	20.00
Expedite Fee, 24 Hour	50.00
FILING TOTAL	170.00
TOTAL PAYMENTS	170.00
SERVICE REQUEST BALANCE	.00

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "VANCO DIRECT USA, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2005, AT 5:14 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3922006 8100

AUTHENTICATION: 3665261

050092060

DATE: 02-04-05

CERTIFICATE OF FORMATION

OF

VANCO DIRECT USA, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company (hereinafter called the "Company"), under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the limited liability company is VANCO DIRECT USA, LLC.
2. The address of the registered office and the name and the address of the registered agent of the Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington Delaware, 19808, New Castle.
3. The purpose of the Company is conduct any and all lawful activities which limited liability companies may conduct under Delaware law.
4. A statement of the limitations on the authority of the members to bind the Company is contained in the written operating agreement (the "Operating Agreement").
5. The business of the Company shall be managed by or under the authority of the managers of the Company. A statement setting forth the name and duties of the managers of the Company is contained in the Operating Agreement. The Company shall be managed by said managers to the extent provided in the Operating Agreement.
6. A statement regarding the restrictions on the authority of the managers is contained in the Operating Agreement.
7. A statement of the duties and operating procedures for the managers is included in the Operating Agreement. Any action or actions taken by any such manager which are contrary to said duties and/or operating procedures will be considered a breach of said manager's fiduciary duties to the Company and will result in the forfeiture of said manager's limited liability protection.
8. Each member shall have one vote which is proportionate to his/its ownership interest in the Company.
9. Profits and losses of the Company shall be distributed in proportion to each member's ownership interest in the Company.

10. This Company elects the tax treatment of a partnership.
11. Amendments and addenda to this Certificate of Formation shall be made by unanimous vote of the members of the Company.
12. Except as otherwise provided in this Certificate of Formation, the members of this Company claim the benefits of limitation of liability to the fullest extent allowed under applicable provisions of Delaware law as if such provisions were fully and completely recited herein in full.

Executed on February 3, 2005.



Benjamin W. Bronston, Organizer